

2022 Invitation and Agenda

to the Virtual Annual General Meeting
of FUCHS PETROLUB SE on May 3, 2022

MOVING YOUR WORLD



Invitation to the virtual Annual General Meeting

We cordially invite our shareholders to the

Virtual Annual General Meeting

May 3, 2022,
at 10:00 a.m. (CEST).

FUCHS PETROLUB SE
Mannheim

– WKN A3E5D6 and A3E5D5 –
ISIN DE 000A3E5D64 and DE 000A3E5D56

On the basis of Section 1 of the German Act on Measures under Corporate, Cooperative, Association, Foundation, and Residential Property Law to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) of March 27, 2020, as amended by the German Act on the establishment of a special relief fund, "Aufbauhilfe 2021" ("2021 Reconstruction Aid") and on the suspension of the requirement to file for insolvency for businesses affected by heavy rainfall and flooding in July 2021 as well as amending other laws (Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze) of September 10, 2021 ("the **COVID-19 Act**"), the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of company proxies) by resolution of the Executive Board with the consent of the Supervisory Board.

The shareholders and their proxies (with the exception of company proxies) have neither the right nor the option to attend the Annual General Meeting in person.

Shareholders and their proxies will be able to follow the entire Annual General Meeting live via the web-based electronic **InvestorPortal** of FUCHS PETROLUB SE which can be accessed via the company website at

www.fuchs.com/annualmeeting

The shareholders are asked to read and follow the information in Section III Under "Further information and notes on the Annual General Meeting."

The site of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) is Friesenheimer Strasse 19, 68169 Mannheim, Germany.

Agenda

Item 1	Presentation of the adopted annual financial statements for FUCHS PETROLUB SE and the approved annual consolidated financial statements, the combined management report for FUCHS PETROLUB SE and the Group, the Supervisory Board's report, and the Executive Board's report detailing information pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB), each of which is for the 2021 financial year
Item 2	Adoption of a resolution regarding the appropriation of profits
Item 3	Adoption of a resolution regarding the approval of the Executive Board members for the 2021 financial year
Item 4	Adoption of a resolution regarding the approval of the Supervisory Board members for the 2021 financial year
Item 5	Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the annual consolidated financial statements for the 2022 financial year as well as the auditor for reviewing any financial information during the financial year
Item 6	Election of a member of the Supervisory Board
Item 7	Resolution on the approval of the compensation report prepared and audited for the 2021 financial year in accordance with Section 162 of the German Stock Corporation Act (AktG)

I. Agenda and resolutions proposed for adoption by the Annual General Meeting of FUCHS PETROLUB SE, Mannheim

- Presentation of the adopted annual financial statements for FUCHS PETROLUB SE and the approved annual consolidated financial statements, the combined management report for FUCHS PETROLUB SE and the Group, the Supervisory Board's report, and the Executive Board's report detailing information pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB), each of which is for the 2021 financial year**

The documents can be accessed via the company's website at www.fuchs.com/annualmeeting and will also be mailed to shareholders upon request. The documents will also be provided and discussed further during the Annual General Meeting. Pursuant to legal requirements, there are no plans to adopt a resolution regarding Item 1 since the Supervisory Board has already adopted the annual financial statements and the consolidated annual financial statements and since the annual financial statements are thus approved.

- Adoption of a resolution regarding the appropriation of profits**

The Supervisory Board and the Executive Board propose that the unappropriated profits reported in the amount of EUR 142,475,000.00 on the balance sheet as of December 31, 2021, be appropriated as follows:

Distribution of a dividend in the amount of EUR 1.02 for each of the 69,500,000 ordinary shares entitled to dividend	EUR	70,890,000.00
Distribution of a dividend in the amount of EUR 1.03 for each of the 69,500,000 preference shares entitled to dividend	EUR	<u>71,585,000.00</u>
Unappropriated profits	EUR	<u><u>142,475,000.00</u></u>

In accordance with Section 58 (4) Sentence 2 of the German Stock Corporation Act (AktG), the entitlement to payment of the dividend to third parties is due on the business day following the resolution by the Annual General Meeting, and thus on May 6, 2022.

3. Adoption of a resolution regarding the approval of the Executive Board members for the 2021 financial year

The Supervisory Board and the Executive Board propose that the approval of the Executive Board members who served in the 2021 financial year be granted for this period.

4. Adoption of a resolution regarding the approval of the Supervisory Board members for the 2021 financial year

The Supervisory Board and the Executive Board propose that the approval of the Supervisory Board members who served in the 2021 financial year be granted for this period.

5. Adoption of a resolution regarding the selection of the auditor for the annual financial statements and the auditor for the annual consolidated financial statements for the 2022 financial year as well as the auditor for reviewing any financial information during the fiscal year

Upon the recommendation by its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, be elected as auditor of the annual and consolidated financial statements for the 2022 financial year and also as auditor for reviewing any audit interim reports for the 2022 financial year and for the first quarter of 2023.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause which could serve to limit its options as defined under Art. 16 (6) of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014) has been imposed on the Audit Committee.

6. Election of a member of the Supervisory Board

Shareholder representative Dr. Kurt Bock resigned his position as member of the Supervisory Board of FUCHS PETROLUB SE effective as of the end of the Annual General Meeting on May 3, 2022.

Pursuant to Section 10 (5) of the Articles of Association, if a member of the Supervisory Board leaves the Supervisory Board before their term of appointment officially ends, a new member must be appointed via the Annual General Meeting. A new shareholder representative must therefore be elected to the Supervisory Board.

Pursuant to Article 40 (2) and (3) of the Council Regulation (EC) No. 2157/2001 on the Statute for a European Company (SE-Reg), Section 17 (1) and (3) of the SE Implementation Act (SEAG), Section 10 (1) of the Articles of Association of FUCHS PETROLUB SE as well as Section 21 (3) of the German Act on Employee Participation in European Companies (SEBG) in conjunction with Section II Item 2 of the Agreement on Employee Participation in FUCHS PETROLUB SE, the Supervisory Board of FUCHS PETROLUB SE comprises six members, including four shareholder representatives and two employee representatives. The shareholder representatives are elected by the Annual General Meeting. Pursuant to Section 10 (5) of the Articles of Association of FUCHS PETROLUB SE, the term of appointment of the newly elected member amounts to the remaining term of appointment of the departing member. The election of a new Supervisory Board member shall therefore be held in respect of the remainder of the term of appointment of the departing member, that is for the period up until the end of the Annual General Meeting that decides on the approval of the actions of the members of the Supervisory Board for the 2024 financial year, but no longer than for six years from the date of the end of the Annual General Meeting on May 5, 2020.

The following election proposal of the Supervisory Board is based on the recommendations of the Nomination Committee of the Supervisory Board. It takes account of the targets that the Supervisory Board has set regarding its composition.

The Supervisory Board therefore proposes that the following shareholder representative be elected to the Supervisory Board of the company with effect from the end of the Annual General Meeting on May 3, 2022 until the end of the Annual General Meeting which decides on the approval of the actions of the members of the Supervisory Board for the 2024 financial year, but for no longer than six years from the date of the end of the Annual General Meeting on May 5, 2020:

Dr. Markus Steilemann,
Cologne
Chief Executive Officer of Covestro AG

Member of other statutory supervisory boards:

- None

Member of comparable German or foreign supervisory bodies of business enterprises:

- None

With reference to recommendation C.13 of the German Corporate Governance Code (DCGK), it is declared that, in the opinion of the Supervisory Board, there are no personal or business relationships maintained by Dr. Markus Steilemann with the company, the executive bodies of the company or a shareholder with a material interest in the company that warrant disclosure.

The curriculum vitae of Dr. Markus Steilemann is printed in the attachment in Section II. of this invitation and can be viewed at **www.fuchs.com/annualmeeting**.

At the meeting of the Supervisory Board to be held following the Annual General Meeting, it is to be proposed that Dr. Christoph Loos be elected as Chair of the Supervisory Board.

7. Resolution on the approval of the compensation report prepared and audited for the 2021 financial year in accordance with Section 162 of the German Stock Corporation Act (AktG)

In accordance with Section 120a (4) Sentence 1 German Stock Corporation Act (AktG), the Annual General Meeting shall decide on the approval of the compensation report for the previous financial year, as prepared and audited pursuant to Section 162 of the German Stock Corporation Act (AktG). The compensation report was prepared by the Executive and Supervisory Boards. The compensation report was audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, in accordance with Section 162 (3) of the German Stock Corporation Act (AktG), and the auditor's report in accordance with Section 162 (3) sentence 3 of the AktG was issued.

The compensation report for the 2021 financial year as well as the auditor's report on its audit of the compensation report are printed in the Annex in Section II of this invitation as well as at **www.fuchs.com/annualmeeting**.

The Executive Board and Supervisory Board propose that the compensation report for the 2021 financial year be approved.

II. Annexes to agenda items

1. Annex to Item 6: Curriculum vitae of Dr. Markus Steilemann

Dr. Markus Steilemann, born in 1970 in Geilenkirchen, is married and has two children. He studied chemistry at RWTH Aachen University and at ETH Zurich, completing his doctorate at RWTH Aachen University, where he also earned a degree in business administration. He began his career with the Bayer Group in 1999.

Starting in 2008, Dr. Markus Steilemann held senior management positions in the Polycarbonates division of Bayer MaterialScience, from which Covestro AG emerged. From 2013 to 2015 he headed the whole Polycarbonates division, headquartered in China, where he lived for several years.

In 2015, Dr Markus Steilemann became a member of the Executive Board of Covestro AG and was responsible for innovation. In 2016 he then also became head of the Polyurethanes business segment. In 2017 he was appointed Chief Commercial Officer (CCO), assuming responsibility for all three company segments including innovation, marketing and sales and distribution.

Since June 1, 2018, Dr Markus Steilemann has been Chief Executive Officer of Covestro AG. His area of responsibility includes the central functions Strategy, Sustainability & Public Affairs and Group Innovation as well as Corporate Audit, Human Resources and Communications. Dr Markus Steilemann is, among other things, President of PlasticsEurope, the Association of Plastics Manufacturers in Europe and he is also Vice President of the German Chemical Industry Association (VCI).

2. Annex to Item 7: Compensation report including auditor's opinion pursuant to § 162 of the German Stock Corporation Act (AktG) for the 2021 financial year

The compensation report under Section 162 of the German Stock Corporation Act (AktG) describes the main features of the compensation system as well as the individual compensation of the current and former members of the Executive Board and Supervisory Board of FUCHS PETROLUB SE for the financial year 2021.

The current compensation system for the members of the Executive Board of FUCHS PETROLUB SE has been in place since financial year 2021. It was adopted by the Supervisory Board, after being prepared by the Personnel Committee, at its meeting held on March 8, 2021 and approved by the Annual General Meeting held on May 4, 2021. The compensation system for the members of the Supervisory Board, which is regulated in Section 16 of the Articles of Association, was also approved.

Compensation for members of the Executive Board

Overview of the compensation system

1. General

The compensation of the members of the Executive Board is largely based on the following criteria:

- duties of the individual board member,
- performance of the Executive Board,
- economic situation of the company,
- success and future outlook of the company,
- reasonableness of the compensation, taking into account a horizontal and vertical comparative analysis.

The compensation system for members of the Executive Board thus creates incentives for successfully implementing the corporate strategy and for the company's long-term performance.

a. Setting the level of compensation

By law, the Supervisory Board is the body responsible for setting, reviewing and implementing compensation/the compensation system for members of the Executive Board. The Personnel Committee is responsible for preparing the relevant Supervisory Board decisions.

Based on the compensation system, the Supervisory Board sets the target and maximum compensation for the members of the Executive Board in advance for a period of several years. It also defines the long-term targets geared toward sustainable company success to determine the performance factor in advance for a period of several years. These targets are guided by the strategic guidelines at the FUCHS Group (FUCHS) and relate to the Executive Board. Using a horizontal and vertical comparative analysis, the Supervisory Board ensures that Executive Board compensation is appropriate. The Personnel Committee prepares the resolutions.

In the December of a calendar year, the Supervisory Board's Personnel Committee prepares a recommendation on the Executive Board's target achievement with regard to the performance factor. The Supervisory Board then makes a decision at its December meeting based on this recommendation. The Supervisory Board makes the final decision on the amount of variable compensation for the past financial year at the Supervisory Board meeting in March, which is also when a resolution is passed on the approval of the annual financial statements.

Horizontal analysis:

The level of compensation was set in 2020 based on a peer group of various MDAX companies selected on the basis of belonging to the chemicals industry, the nature of their business, and their main shareholder (listed companies with one family as majority shareholder). Characteristics such as company size, profitability and compensation structure were also taken into account. Taking these criteria into consideration, the members of the Executive Board are offered compensation that is standard for the market while also being competitive and in line with regulatory requirements. The peer group comprises Brenntag AG, Dürr AG, Knorr-Bremse AG, Lanxess AG and Symrise AG.

Vertical analysis:

The internal company compensation structure is also applied when setting compensation for Executive Board members. The vertical review is prepared in accordance with the recommendation of the German Corporate Governance Code with two comparison groups. Firstly, the ratio of Executive Board compensation to staff costs for all Group employees is considered. Secondly, compensation for senior executives within the Group is compared. This peer group comprises the members of the Group Management Committee (excluding members of the Executive Board) and the managing partners of the Group companies.

b. Review of the compensation system

The system for compensating members of the Executive Board is reviewed by the Supervisory Board each year. The Personnel Committee conducts a horizontal and a vertical analysis. If changes are required, the Personnel Committee prepares a recommended resolution for the Supervisory Board.

In accordance with the provisions of Section 120a of the German Stock Corporation Act (AktG), the compensation system must be submitted to the Annual General Meeting for approval if any material

changes are made and at least every four years. If the Annual General Meeting does not approve the compensation system, a revised compensation system must be presented for resolution no later than the subsequent Annual General Meeting.

c. Conflicts of interest

Given that the Supervisory Board is responsible for setting, reviewing, and implementing the compensation system for members of the Executive Board, potential conflicts of interest are in principle avoided. If conflicts of interest were to occur in the future, FUCHS PETROLUB SE's general regulations for handling conflicts of interest on the Supervisory Board apply.

2. Compensation components

Compensation for members of the Executive Board comprises non-performance-based and performance-based components. These components are made up of the following elements:

- Non-performance-based compensation:
 - Fixed compensation
 - Additional benefits
 - Pension expenses
- Performance-based compensation:
 - STI (short-term incentive) means short-term, one-year compensation,
 - LTI (long-term incentive) means long-term, multi-year compensation.

Where contracts are concluded or terminated during the year, fixed compensation and performance-based compensation are granted on a pro rata basis.

a. Non-performance-based compensation

Non-performance-based compensation is fixed compensation based on the full year and is paid in 13 equal installments (two installments are paid in November). Annual fixed compensation for the Chairman of the Executive Board is €880 thousand and €550 thousand for the other members of the Executive Board.

In addition to fixed compensation, contracts also provide for additional benefits.

These include the following:

- benefits in kind in the form of the personal use of a company car,
- benefits in kind in the form of accident insurance.

In terms of pension commitments, the following distinctions are made:

- The pension commitments for Executive Board members appointed before January 1, 2016, equal a percentage of the average fixed compensation of the last three years before the termination of the contract of employment. This percentage does not exceed 40 % and increases successively with the duration of service of the Executive Board member. The corresponding pension provision is determined using the projected unit-credit method. Current service expenses, which may be subject to significant variability depending on the market interest rate, are recognized as annual pension expenses.
- From January 1, 2016, there have been pension commitments in place for new members of the Executive Board via the Allianz provident fund. There are no additional obligations other than the requirement to pay contributions to assigned pension funds. The annual payments are recognized as pension expenses.

Executive Board members are entitled to receive a regular pension if their Executive Board contract ends with or after completion of their 65th year of age.

b. Performance-based compensation

Performance-based compensation is calculated on the same basis for the STI and LTI using the following formula:

FVA x performance factor x individual share

The Chairman of the Executive Board receives an individual share of 0.64% of the value calculated, and other members of the Executive Board each receive an individual share of 0.32%. Performance-based compensation is paid in March after the Supervisory Board meeting to approve the previous financial year's annual financial statements.

FVA (FUCHS Value Added)

The FVA is the key performance indicator of the FUCHS Group. It is based on the variable compensation for local, regional and global management.

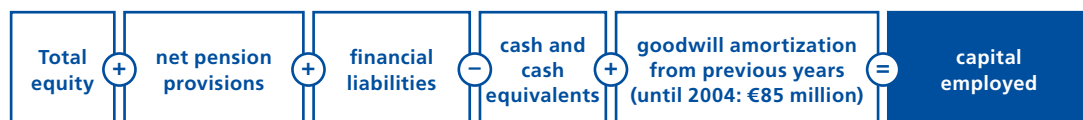
As an economic benefit, FVA embodies a holistic approach that looks at both profit and capital employed. It is therefore an expression of the strategic objectives and geared towards the long term:



EBIT (earnings before interest and tax) is the relevant profit indicator. EBIT illustrates operating performance and is not affected by financing or tax effects.

Capital employed is reflected in the net assets and financial position. Capital expenditure is largely influenced by capital expenditure on property, plant and equipment and on intangible assets, as well as by changes in net operating working capital (NOWC). Property, plant and equipment and acquisitions are monitored on the basis of investment appraisals, while NOWC is monitored through targeted management of its components (inventories as well as accounts receivables and trade payables). The capital employed for a financial year is determined on the basis of the Group's interest-bearing financial resources and is calculated as an average of the parameters of the portfolio at five quarterly figures, starting from December 31 of the previous year.

Capital employed is thus calculated over five reporting dates as followed:



To calculate the costs of capital employed, the weighted average cost of capital (WACC), which is determined on the basis of the capital asset pricing model (CAPM), is used. The level of WACC is reviewed annually on the basis of up-to-date capital market data as of the end of the reporting period, and adjusted accordingly. The WACC is included in the FVA as a pretax interest rate because the earnings component is also taken into consideration as a pretax figure (EBIT).

Only when the recorded earnings are higher than the costs of the capital employed is value created and entitlement to variable compensation arises.

The FVA for the financial year in question is determined when the annual financial statements are adopted and the consolidated financial statements approved.

Performance factor

The performance factor measures the annual attainment of agreed long-term targets. It is the same for all members of the Executive Board and is determined by the Supervisory Board. The performance factor ranges from a minimum of 0.75 (equivalent to a target attainment of 75 %) to a maximum of 1.25 (equivalent to a target attainment of 125 %). Besides profitable growth and efficient cash management, the performance factor takes account of technical expertise and therewith the continuing penetration of markets with specialty lubricants. Other aspects are compliance with good corporate governance, ongoing personnel development, the establishment and further development of a sustainability concept and the creation of stakeholder value with a view to FUCHS's social responsibility. These targets are guided by the strategic guidelines at FUCHS and relate to the Executive Board.

An overall picture of the level of target attainment and thus the performance factor is compiled in December of each year. The Supervisory Board makes this decision on the basis of the target attainment proposed by the Personnel Committee.

Variable compensation comprises the following:

- 45 % short-term incentive (STI),
- 55 % long-term incentive (LTI).

As both the STI and the LTI are dependent on the FVA and the performance factor, both are designed to take account of long-term company success and thus of a multi-year assessment basis. The distinction between the two is relevant with regard to the further obligation to use the LTI.

Members of the Executive Board must invest over half of the LTI in FUCHS PETROLUB SE preference shares (ISIN DE000A3E5D64) within two weeks of it being paid. As recommended by the German Corporate Governance Code, this ensures that variable compensation is predominantly share-based, taking into account the tax burden. This means that the preference shares acquired do not represent additional compensation for members of the Executive Board. As required under the German Corporate Governance Code, the preference shares acquired are subject to a four-year freeze on sales. The vesting period begins when they are posted to the individual securities accounts and must be observed in full even if the Executive Board contract is terminated prematurely. During this period, the shares held by members of the Executive Board will be exposed to all the risks and rewards of capital market performance. The preference shares are acquired jointly for all members of the Executive Board in order to ensure standard acquisition terms.

c. Target and maximum compensation

Target compensation is the total amount paid to an Executive Board member for a financial year when target attainment is 100 % for all compensation components. In the compensation system, target attainment is expressed by the performance factor. A target attainment of 100 % corresponds to a performance factor of 1.0. Target compensation is 2.5 times fixed compensation. Target compensation is €2,200 thousand for the Chairman of the Executive Board and €1,375 thousand for ordinary Executive Board members. Target total compensation comprises individual additional benefits and pension expenses as well as target compensation.

Maximum compensation is four times the amount of fixed compensation. The maximum compensation is €3,520 thousand for the Chairman of the Executive Board and €2,200 thousand for ordinary Executive Board members. The total maximum compensation comprises individual additional benefits (appropriate company car and accident insurance), pension expenses and maximum compensation. The pension commitments for Executive Board members appointed before January 1, 2016, do not exceed 40% of the average fixed compensation of the last three years before the ending of the contract of employment. Pension commitments for the other members of the Executive Board are defined contribution plans and amount to €220 thousand annually. In light of the volatility of the annual actuarial calculation of the provision expenses for the members of the Executive Board appointed for the first time before January 1, 2016, the maximum amount for the total of individual additional benefits and provision expenses is €600 thousand for the Chairman of the Executive Board and €400 thousand for the regular members of the Executive Board. This results in a maximum total compensation (Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (AktG)) of €4,120 thousand for the Chairman of the Executive Board and €2,600 thousand for the members of the Executive Board.

The following table shows the share of target and maximum compensation (excluding additional benefits and pension commitments in each case) and of target and maximum total compensation (additional benefits and pension commitments allocated to fixed compensation in each case) made up of fixed compensation, the STI, and the LTI:

Breakdown of target and maximum compensation and of target and maximum total compensation

in %	Target compensation	Maximum compensation	Target total compensation	Maximum total compensation
Fixed compensation	40	25	≈ 48	36
Variable compensation	60	75	≈ 52	64
thereof STI	27	34	≈ 23	29
thereof LTI	33	41	≈ 29	35

The share of target total compensation attributable to fixed compensation and to variable compensation may vary due to annual fluctuations in the additional benefits and pension commitments granted. As a general rule, the target amounts of the variable compensation components will exceed the fixed compensation components (basic compensation, additional benefits, and pension commitments). The compensation system ensures that the LTI always accounts for a higher share than the STI. This way, along with the long-term nature of the FVA model and the performance factor, the Supervisory Board gears Executive Board compensation towards the company's long-term development.

3. Contractual agreements

a. Contractual terms and commitments in the event of premature termination

The basic regulations of Executive Board compensation were agreed with the members of the Executive Board in their employment contracts. Additional agreements are concluded with members of the Executive Board regarding variable compensation and the criteria relevant to measuring the performance factor. These are valid for multiple years.

Subject to prior mutual agreement, the term of the employment contracts is equal to the period of appointment. The requirements under stock corporation law and the recommendations of the German Corporate Governance Code are observed when appointing and reappointing members of the Executive Board. Initial appointments are generally not for more than three years. Reappointments are for a maximum of five years.

If Executive Board employment is terminated prematurely without cause, in accordance with the recommendations of the German Corporate Governance Code, the employment contracts provide for a compensation payment that is limited to a maximum of twice the annual compensation (sum of total compensation for last two financial years) and does not recompense more than the remaining term of the contract of employment (cap); whereby no premature payment of performance-related variable compensation is made in the event of premature contract termination. The contracts do not provide for any extraordinary termination rights or redundancy payments in the event of a change in control. This also applies if a member of the Executive Board is permanently unable to work. If a member of the Executive Board is temporarily unable to work, the member will continue to be paid the contractually agreed compensation for a duration of six months.

b. Extraordinary developments and variable compensation

In the event of extraordinary developments, the Supervisory Board can adjust the variable compensation calculated in accordance with the specifications above and set it higher or lower.

c. Clawback regulations for variable compensation

FUCHS PETROLUB SE is contractually entitled to recover, in full or in part, variable compensation components already paid to members of the Executive Board. The right of recovery applies if, after payment of the variable compensation, it becomes apparent that the key indicators for this purpose had to be corrected retrospectively due to objective errors in accordance with the rules governing accounting and would have resulted in no or lesser compensation on the basis of the corrected indicators.

d. Accepting board positions within and outside the Group

If members of the Executive Board accept Supervisory Board or other board positions at companies affiliated with FUCHS PETROLUB SE, they are not compensated for this separately. If, in exceptional cases, compensation for a position within the Group cannot be excluded, depending on the nature of the compensation this is offset against the Executive Board member's other compensation or the Executive Board member assigns it to FUCHS PETROLUB SE.

Supervisory Board or similar positions at external companies must be approved by the Supervisory Board. The Supervisory Board will make a decision on whether to offset the compensation for the individual case in question. It has so far chosen not to do so.

e. Post-contractual non-compete clause

Members of the Executive Board are subject to a 12-month post-contractual non-compete clause. FUCHS PETROLUB SE can waive this before the ending of the employment relationship. If it does so, the right to compensation lapses one year after the declaration, regardless of whether the employment relationship remains in effect. The Executive Board member will receive compensation equal to one half of the contractually agreed compensation for the duration of the non-compete clause. For the variable components, this is based on the average for the last three years. Other income is taken into account in compensation. Compensation is deducted from any redundancy payment in accordance with the recommendation of the German Corporate Governance Code.

Individual compensation for members of the Executive Board

The compensation granted and owed to the members of the Executive Board for their activities in the financial year 2021 pursuant to Section 162 (1) first sentence of the German Stock Corporation Act (AktG) was in accordance with the compensation system.

Compensation is granted already at the point when the activity underlying the compensation has been fully performed (earnings-oriented approach). This means that the variable remuneration for the underlying activity in the 2021 financial year is reported as having been allocated in the reporting year, even though the payment will not be made until March 2022. This ensures transparent and comprehensible reporting and safeguards the link between performance and remuneration in the reporting period. This principle also applies accordingly to the presentation of the target (total) compensation and the maximum (total) compensation.

The measurement parameters for variable compensation (STI and LTI) for members of the Executive Board are as follows:

Measurement parameters for variable compensation (STI and LTI)

Variable compensation (STI and LTI) Individual component		Share of Chairman of the Executive Board	Share of ordinary member of the Executive Board
		0.64%	0.32%
2021 financial year			
FVA in EUR million	205		
Performance factor		€ thousand	€ thousand
min	0.75	985	492
max	1.25	1,641	820
Performance factor 2021	1.10	1,444	722
2020 financial year			
FVA in EUR million	165	€ thousand	€ thousand
Performance factor			
min	0.75	792	396
max	1.25	1,320	660
Performance factor 2020	1.2	1,267	634

By way of an overall assessment, the Supervisory Board set the performance factor for the financial year 2021 at 1.10. The key criteria for setting the performance factor for the 2021 financial year are as follows, with the sub-targets weighted equally:

- The sub-target of profitable growth coupled with efficient cash management was rated with a performance factor of 1.10, taking into account the positive FVA development. In the financial year 2021, the FUCHS Group was able to significantly exceed its targets for sales revenue, EBIT and FVA formulated at the beginning of the year. The forecast free cash flow, on the other hand, could not be achieved. Net operating working capital had increased significantly as a result of the expansion of business activities, higher sales prices, significantly higher raw material costs and stockpiling due to interruptions in the supply chain. Capital expenditures were capped – after completion of the investment initiative – at the level of depreciation and amortization. The FVA significantly exceeded the original expectations.
- The sub-target of continued progress made in penetration of the markets with specialty lubricants combined with the expansion of technical competence was rated with a performance factor of 1.15, taking into account the opportunities leveraged in the growth markets as well as digitalization. A central element of FUCHS2025 is the segment-based business strategy, which was pursued further in 2021. In the customer and market segments that are approached holistically and globally, the first successes are emerging. A decisive success factor is greatly improved communication and cooperation between the national subsidiaries. Digitalization has been strengthened by expanding the necessary structures and the “FUCHS goes digital” project is making good progress. Digitalization tools such as sensors for metalworking fluids and tank telemetry have been more strongly integrated into the business model and systematically developed further.
- The establishment and further development of a sustainability concept and the further creation of stakeholder value with a focus on FUCHS’s social responsibility, continuous human resources development and compliance with good corporate governance were given a performance factor of 1.05. Sustainability is a central component of strategy development within the framework of FUCHS2025. FUCHS has taken the lead in European lubricant industry working groups to develop sustainability standards. With the inclusion of all stakeholders in the upstream and downstream value chain, a significant contribution is made with regard to the “Green Deal” and the associated regulations. In addition, the group of companies included was expanded with regard to compensation through climate protection certificates. Standardization within FUCHS was strengthened by implementing further processes as part of FUCHS2025. This in turn has a positive effect on corporate governance by making it easier to comply with and monitor enterprise-wide requirements.

The pre-tax WACC relevant to the variable compensation for the financial year 2021 is 9.5%.

The details of the compensation of the individual members of the Executive Board in the financial years 2020 and 2021 and the pension expenses can be taken from the following tables.

Total compensation of the Executive Board in financial year 2021

The total compensation excluding current service expenses pursuant to Section 162 of the German Stock Corporation Act (AktG) is only relevant for the members of the Executive Board who were appointed for the first time before 1 January 2016, i.e. for Stefan Fuchs, Dr. Lutz Lindemann and Dr. Ralph Rheinboldt. For the other members of the Executive Board, Dr. Timo Reister and Dagmar Steinert, there are no differences with regard to the disclosure of total compensation with/without IAS current service expenses because they receive an annual amount as a pension expense.

Total compensation for members of the Executive Board

		Stefan Fuchs Chairman of the Executive Board					Dr. Lutz Lindemann Member of the Executive Board				
		2021			2020		2021			2020	
		in T €	in % TC	in % AktG	in T €	in % TC	in T €	in % TC	in % AktG	in T €	in % TC
Fixed compensation	Base compensation	880	33	38	880	36	550	35	42	550	38
	Additional benefits	19	1	1	18	1	26	2	2	23	1
	Pension costs	–	–	–	–	–	–	–	–	–	–
	IAS current service expenses	330	12		290	11	272	17		247	17
	Total	1,229	46		1,188	48	848	54		820	56
Variable compensation	Short-term variable compensation										
	STI for 2021	650	24	28	–	–	325	21	25	–	–
	STI for 2020	–	–	–	570	23	–	–	–	285	20
	Long-term variable compensation										
	LTI for 2021	794	30	34	–	–	397	25	31	–	–
	LTI for 2020	–	–		697	29	–	–		349	24
	Total	1,444	54		1,267	52	722	46		634	44
	Total compensation (TC)	2,673	100		2,455	100	1,570	100		1,454	100
	Total compensation without current service expenses pursuant to Section 162 of the German Stock Corporation Act (AktG)	2,343		100	2,165		1,298		100	1,207	

Total compensation for members of the Executive Board

		Dr. Timo Reister Member of the Executive Board				Dr. Ralph Rheinboldt Member of the Executive Board			
		2021		2020		2021		2020	
		in T €	in % TC	in T €	in % TC	in T €	in % TC	in T €	in % TC
Fixed compensation	Base compensation	550	36	550	39	550	37	550	40
	Additional benefits	20	1	20	1	17	1	16	1
	Pension costs	220	15	220	15	–	–	–	–
	IAS current service expenses	–	–	–	–	215	14	189	14
	Total	790	52	790	55	782	52	755	54
Variable compensation	Short-term variable compensation								
	STI for 2021	325	22	–	–	325	22	–	–
	STI for 2020	–	–	285	20	–	–	285	21
	Long-term variable compensation								
	LTI for 2021	397	26	–	–	397	26	–	–
	LTI for 2020	–	–	349	25	–	–	349	25
	Total	722	48	634	45	722	48	634	46
	Total compensation (TC)	1,512	100	1,424	100	1,504	100	1,389	100
Total compensation without current service expenses pursuant to Section 162 of the German Stock Corporation Act (AktG)		1,512		1,424		1,289	100	1,200	

Total compensation for members of the Executive Board

		Dagmar Steinert Member of the Executive Board				Total			
		2021		2020		2021		2020	
		in T €	in % TC	in T €	in % TC	in T €	in % TC	in T €	in % TC
Fixed compensation	Base compensation	550	36	550	39	3,080	35	3,080	38
	Additional benefits	12	1	13	1	95	1	90	1
	Pension costs	220	15	220	15	440	5	440	5
	IAS current service expenses	–	–	–	–	817	9	726	–
	Total	782	52	783	55	4,432	51	4,336	53
Variable compensation	Short-term variable compensation								
	STI for 2021	325	36	–	–	1,950	22	–	–
	STI for 2020	–	–	285	20	–	–	1,710	21
	Long-term variable compensation								
	LTI for 2021	397	26	–	–	2,382	27	–	–
	LTI for 2020	–	–	349	25	–	–	2,093	26
	Total	722	48	634	45	4,332	49	3,803	47
Total compensation (TC)		1,504	100	1,417	100	8,764	100	8,139	100
Total compensation without current service expenses pursuant to Section 162 of the German Stock Corporation Act (AktG)		1,504		1,417		7,947		7,413	

The additional benefits comprise the following benefits for all members of the Executive Board:

- benefits in kind in the form of the personal use of a company car,
- benefits in kind in the form of accident insurance.

The variable compensation for 2021 will be finalized at the Supervisory Board meeting in March 2022. Variable compensation is paid after the Supervisory Board meeting, with the requirement to acquire preference shares taking effect after this. Accordingly, the following table does not contain any information on preference shares acquired as part of variable compensation for the financial year 2021. As of December 31, 2021, a total of 29,998 preference shares would have had to be acquired for all members of the Executive Board at the closing price of €39.92 per preference share.

The preference shares acquired as part of variable compensation and the freezing periods applicable for these are shown in the table. Note that the freezing period on the preference shares acquired under variable compensation was only three years until the financial year 2019.

Preference share program variable compensation (LTI)

Year of compensation LTI	2017	2018	2019	2020
Year share acquired	2018	2019	2020	2021
Time of acquisition	3/22/2018	3/21/2019	3/20/2020	3/10/2021
End of the blocking period	3/21/2021	3/20/2022	3/19/2023	3/9/2025
Price at acquisition in €	46.23	38.66	34.08	43.31
Price at end of the blocking period	40.92			
Performance until end of blocking period	- 11 %			
Performance until 12/31/2021		3 %	17 %	- 8 %
Preference shares	Shares	Shares	Shares	Shares
Stefan Fuchs	9,519	11,434	9,001	8,045
Dr. Lutz Lindemann	4,760	5,717	4,505	4,026
Dr. Timo Reister	4,760	5,717	4,505	4,026
Dr. Ralph Rheinboldt	4,760	5,717	4,505	4,026
Dagmar Steinert	4,760	5,717	4,505	4,026
Shares with blocking period 1/1/2021	28,559	34,302	27,021	
Shares acquired in 2021				24,149
Blocking period expired in 2021	-28,559			
Shares with blocking period 12/31/2021	0	34,302	27,021	24,149

It should be clarified that the LTI arithmetically consists of a cash portion and a share portion. The cash portion is used to repay the tax burden attributable to the LTI, the share portion serves the obligation to acquire preference shares. Taking into account a flat-rate tax charge of 51 % (income tax taking into account the top tax rate, solidarity surcharge and church tax), the net amount of the LTI paid out is to be invested entirely in preference shares. The flat-rate tax burden of 51 % must also be taken into account for the STI. Thus, a net view of the total variable compensation (45 % STI and 55 % LTI) ensures that the variable compensation is granted predominantly share-based.

No loans have been granted to members of the Executive Board.

The members of the Executive Board have received no benefits or commitments from third parties with respect to their work as Executive Board members.

The following table shows the total compensation (including service cost IAS) for the financial year 2021 in relation to the total target compensation.

Target and maximum total compensation for the 2021 financial year

Members of the Executive Board	Total compensation		Minimum total compensation	Total target compensation (TTC)	Maximum total compensation
	in € thousand	in % of the TTC	in € thousand	in € thousand	in € thousand
Stefan Fuchs	2,673	105	1,229	2,549	3,869
Dr. Lutz Lindemann	1,570	94	848	1,673	2,498
Dr. Timo Reister	1,512	94	790	1,615	2,440
Dr. Ralph Rheinboldt	1,504	94	782	1,607	2,432
Dagmar Steinert	1,504	94	782	1,607	2,432

The total compensation of the members of the Executive Board is lower than the total maximum compensation for the respective Executive Board member. The target total compensation was exceeded by the Chairman of the Executive Board by 5% and undershot by the regular members of the Executive Board by 6% each.

Pensions for the Executive Board

Regarding pension expenses, the following distinction is made between the members of the Executive Board:

- Stefan Fuchs, Dr. Lutz Lindemann and Dr. Ralph Rheinboldt joined the Executive Board before January 1, 2016. Therefore, the current service cost according to IFRS is reported as a pension expense.
- Dr. Timo Reister and Dagmar Steinert were appointed to the Executive Board as of January 1, 2016, and so they receive pension provisions through the Allianz provident fund. There are no additional obligations other than the requirement to pay contributions to assigned pension funds.

The present value of pension commitments for defined benefit commitments less fund assets, which equates to the provision amount, is shown in the table.

Present value of pension commitments as per IFRS

December 31, 2021	Present value	Fund assets	Pension provisions
in € thousand			
Stefan Fuchs	7,703	3,729	3,974
Dr. Lutz Lindemann	6,032	3,690	2,342
Dr. Ralph Rheinboldt	4,664	2,402	2,262
Total	18,399	9,820	8,578

December 31, 2020	Present value	Fund assets	Pension provisions
in € thousand			
Stefan Fuchs	8,224	3,297	4,927
Dr. Lutz Lindemann	6,135	3,223	2,912
Dr. Ralph Rheinboldt	4,954	2,136	2,818
Total	19,313	8,656	10,657

Compensation of former members of the Executive Board and their surviving dependents

The compensation of former Executive Board members and their surviving dependents in 2021 amounted to €571 thousand (571). The pension provisions required for this – pension obligation less plan assets – came to €2,703 thousand (3,608). The corresponding pension provision is determined using the projected unit-credit method. Current service expenses, which may be subject to significant variability depending on the market interest rate, are recognized as annual pension expenses. The former members of the Executive Board were not subject to any obligation to invest any element of the compensation in shares of the company.

Of the former Executive Board members, Dr. Georg Lingg and Dr. Alexander Selent have ceased their activities within the last ten financial years. In the 2021 financial year, Dr. Lingg did not receive any pension payments yet due to his age; Dr. Selent received a pension payment of €103,000.

Comparative presentation of the compensation and earnings development

The following comparative presentation shows the annual change in the total compensation of the current and former members of the Executive Board, the company's earnings performance and the average compensation per employee of the Group over the last five financial years. Secondly, compensation for senior executives within the Group is compared. This peer group comprises the members of the Group Management Committee (excluding members of the Executive Board) and the managing partners of the Group companies.

The vertical compensation comparison is strongly influenced by exchange rates, company acquisitions, and changes at the local companies, and is therefore subject to fluctuations.

Relative change in compensation and profit over time

Comparative presentation of total compensation and total compensation excluding current service expenses IAS pursuant to Section 162 of the German Stock Corporation Act (AktG)

		Change	Change
	2021	2021 vs. 2020	2020 vs. 2019
Current members of the Executive Board			
Total compensation	in € thousand	in %	in %
Stefan Fuchs	2,673	9	9
Dr. Lutz Lindemann	1,570	8	10
Dr. Timo Reister ¹	1,512	6	7
Dr. Ralph Rheinboldt	1,504	8	10
Dagmar Steinert ¹	1,504	6	7
Total compensation without current service expenses IAS pursuant to Section 162 of the German Stock Corporation Act (AktG)			
Stefan Fuchs	2,343	8	6
Dr. Lutz Lindemann	1,298	8	6
Dr. Ralph Rheinboldt	1,289	7	6
Former members of the Executive Board			
Dr. Alexander Selent (retired)	103	1	1
Average salary of employer			
Employees in the FUCHS Group	70	9	-3
Senior executives of the FUCHS Group	263	12	2
Profit trend at FUCHS	in € million		
FVA	205	24	-5
Earnings after tax (HGB)	202	22	-8

Comparative presentation of total compensation and total compensation excluding current service expenses IAS pursuant to Section 162 of the German Stock Corporation Act (AktG)

	Change	Change	Change
	2019 vs. 2018	2018 vs. 2017	2017 vs. 2016
Current members of the Executive Board			
Total compensation	in %	in %	in %
Stefan Fuchs	-20	0	-6
Dr. Lutz Lindemann	-17	0	-4
Dr. Timo Reister ¹	-11	0	21
Dr. Ralph Rheinboldt	-18	0	-5
Dagmar Steinert ¹	-11	0	22
Total compensation without current service expenses IAS pursuant to Section 162 of the German Stock Corporation Act (AktG)			
Stefan Fuchs	-21	0	-8
Dr. Lutz Lindemann	-19	0	-7
Dr. Ralph Rheinboldt	-19	0	-7
Former members of the Executive Board			
Dr. Alexander Selent (retired)	7	1	1
Average salary of employer			
Employees in the FUCHS Group	1	0	1
Senior executives of the FUCHS Group	-10	-2	-9
Profit trend at FUCHS			
FVA	-31	0	-3
Earnings after tax (HGB)	-2	-13	-5

¹ Total remuneration corresponds to total remuneration excluding service cost IAS pursuant to Section 162 of the German Stock Corporation Act (AktG)

Compensation for members of the Supervisory Board

Overview of the compensation system

The compensation of the Supervisory Board members is definitively based on Section 16 of the Articles of Association of FUCHS PETROLUB SE; no ancillary or supplementary arrangements exist. The compensation rules apply equally to the shareholder representatives and to the employee representatives on the Supervisory Board.

1. Procedure for reviewing the structure and amount of compensation

The Supervisory Board regularly reviews the compensation paid to its members. The structure and amount of compensation of the Supervisory Board is reviewed in terms of its appropriateness, taking account of compensation at other comparable companies. As the work of a Supervisory Board member fundamentally differs from the work of a company employee, compensation of the Supervisory Board is not compared with company employees' compensation on a vertical basis.

Appropriate compensation of the Supervisory Board ensures that FUCHS PETROLUB SE can continue to attract exceptionally qualified candidates to the Supervisory Board. Compensation of the Supervisory Board therefore makes a long-term contribution to promoting the corporate strategy and the company's long-term performance.

2. Conflicts of interest

Due to the statutory division of powers, members of the Supervisory Board are involved in the process of reviewing their compensation system. To avoid the conflict of interest that this entails, the decision on the final compensation system is by law made by the Annual General Meeting and the corresponding resolution proposal is submitted by the Executive Board and the Supervisory Board.

3. Compensation components

a. Fixed compensation

The members of the Supervisory Board receive a fixed compensation of €85 thousand, payable after the end of the financial year. The granting of a pure fixed compensation is consistent with the prevailing practice in other listed companies. Pure fixed compensation of Supervisory Board members is also provided for in Suggestion G.18 sentence 1 of the German Corporate Governance Code (DCGK).

b. Increased compensation for the Chairmen and Deputy of the Supervisory Board

The Chairman of the Supervisory Board receives double and the Deputy receives one and a half times the annual fixed compensation. The increased compensation reflects the increased time spent by the Chairman and Deputy and equates to Recommendation G.17 of the German Corporate Governance Code (DCGK).

c. Obligation to purchase preference shares

At least 20% of the fixed compensation must be invested in preference shares of the company with a vesting period of four years, with this vesting period continuing even when they leave the Supervisory Board. Members of the Supervisory Board are reimbursed up to €600 for the costs of holding the preference shares, where evidence of these costs is provided.

d. Compensation for committee activities

The members receive fixed compensation of €20 thousand payable after the end of the financial year for their work on the Audit Committee, and the same in the amount of €10 thousand for their work on the Personnel Committee. The Chairmen of the Audit and Personnel Committees each receive double the aforementioned amounts. The increased compensation takes into account the increased time spent on committee activities and equates to Recommendation G.17 of the German Corporate

Governance Code (DCGK). Members of the Nomination Committee do not receive any separate compensation.

e. Compensation or joining or leaving the Supervisory Board during the year

Supervisory Board and committee members who have not been a member of the Supervisory Board or committee for a full financial year receive pro rata compensation.

f. Date of payment

The compensation for the immediately preceding financial year is paid after the meeting of the Supervisory Board at which it is decided to approve the financial statements for the immediately preceding financial year. The presentation is based on the earnings-oriented approach. Accordingly, the remuneration for the 2021 financial year is reported as having been allocated in the reporting year because the activity underlying the remuneration has been rendered in full, even though the payment will not be made until March 2022.

Individual compensation for members of the Supervisory Board

In the financial year 2021, the compensation system for the Supervisory Board was applied in accordance with the regulations set out in Section 16 of the Company's Articles of Association. The details of the granted and payable compensation of the individual members of the Supervisory Board in the financial year 2021 are shown in the following table.

Compensation granted and owed in the 2021 financial year

Current members of the Supervisory Board	Fixed compensation	Compensation for board activities	Total compensation
in € thousand			
Dr. Kurt Bock	170	20	190
Dr. Susanne Fuchs	128	30	158
Jens Lehfeldt	85	–	85
Dr. Christoph Loos	85	20	105
Ingeborg Neumann	85	50	135
Conelia Stahlschmidt	85	–	85
Total	638	120	758

Former members of the Supervisory Board did not receive compensation in financial year 2021.

The preference shares acquired and the vesting periods for these are shown below:

Supervisory Board preference share program

Preference share programme variable remuneration, LTI Supervisory Board

Year of membership of the Supervisory Board	2015	2016	2017	2018	2019	2020
Year share acquired	2016	2017	2018	2019	2020	2021
Time of acquisition	5/9/2016	5/9/2017	5/14/2018	5/9/2019	5/7/2020	3/10/2021
End of the blocking period	5/8/2021	5/8/2022	5/13/2023	5/8/2024	5/6/2025	3/9/2025
Price at acquisition in €	36.92	48.12	45.16	34.61	34.82	43.31
Price at end of the blocking period	43.86					
Performance until end of blocking period	19%					
Performance until 12/31/2021		-17%	-12%	15%	15%	-8%
Preference shares	Shares	Shares	Shares	Shares	Shares	Shares
Current members						
Dr. Kurt Bock	-	-	-	-	380	432
Dr. Susanne Fuchs	-	-	200	427	292	287
Jens Lehfeldt	-	-	-	-	190	216
Dr. Christoph Loos	-	-	-	-	-	142
Ingeborg Neumann	212	278	305	427	292	216
Cornelia Stahlschmidt	-	-	-	-	-	142
Total	212	278	505	854	1,154	1,435
Former members						
Lars-Eric Reinert	-	-	-	-	-	76
Dr. Erhard Schipporeit	-	-	-	-	-	113
Total	-	-	-	-	-	189
Shares with blocking period 1/1/2021	212	278	505	854	1,154	
Shares acquired in 2021						1,624
Blocking period expired in 2021	-212	-	-	-	-	-
Shares with blocking period 12/31/2021	0	278	505	854	1,154	1,624

Since financial year 2021, members of the Supervisory Board receive a pure fixed compensation, of which at least 20 % must be invested in preference shares of the company. It is paid after the meeting of the Supervisory Board at which it is decided to approve the annual financial statements for the immediately preceding financial year. The obligation to purchase preference shares with a vesting period of four years takes effect thereafter. The freezing period also applies even if the Supervisory Board contract is terminated. Accordingly, the table does not contain any information on preference shares acquired as part of variable compensation for the financial year 2021. As of December 31, 2021, a total of 3,822 preference shares would have had to be acquired at the closing price of €39.92 per preference share for all members of the Supervisory Board.

Until the financial year 2019 (share acquisition 2020), the vesting period was five years, with this freezing period expiring upon leaving the Supervisory Board.

No loans have been granted to members of the Supervisory Board.

Comparative presentation of the compensation and earnings development

The following comparative presentation shows the annual change in the compensation granted and payable to the current and former members of the Supervisory Board, the company's earnings performance and the average compensation per employee of the Group over the last five financial years.

Relative change in compensation and profit over time

Comparative presentation of the compensation of the Supervisory Board

		Change	Change
Current members of the Supervisory Board	2021	2021 vs. 2020	2020 vs. 2019
	in € thousand	in %	in %
Dr. Kurt Bock	190	7	50
Dr. Susanne Fuchs	158	17	23
Jens Lehfeldt	85	8	52
Dr. Christoph Loos	105	62	–
Ingeborg Neumann	135	14	18
Cornelia Stahlschmidt	85	63	–
Former members of the Supervisory Board			
Lars-Eric Reinert	–	–	–66
Dr. Erhard Schipporeit	–	–	–66
Dr. Jürgen Hambrecht	–	–	–
Horst Münkkel	–	–	–
Dr. Manfred Fuchs	–	–	–
Average salary of employer			
Employees in the FUCHS Group	70	9	–3
Profit trend at FUCHS Group	in € million		
FVA	205	24	–5
Earnings after tax (HGB)	102	22	–8

Comparative presentation of the compensation of the Supervisory Board

	Change	Change	Change
Current members of the Supervisory Board	2019 vs. 2018	2018 vs. 2017	2017 vs. 2016
	in %	in %	in %
Dr. Kurt Bock	–	–	–
Dr. Susanne Fuchs	–8	55	–
Jens Lehfeldt	–	–	–
Dr. Christoph Loos	–	–	–
Ingeborg Neumann	–8	–2	–5
Cornelia Stahlschmidt	–	–	–
Former members of the Supervisory Board			
Lars-Eric Reinert	–11	2	1
Dr. Erhard Schipporeit	–7	13	28
Dr. Jürgen Hambrecht	–68	2	1
Horst Münkkel	–69	2	1
Dr. Manfred Fuchs	–	–	–65
Average salary of employer			
Employees in the FUCHS Group	1	0	1
Profit trend at FUCHS Group			
FVA	–31	0	–3
Earnings after tax (HGB)	–2	–13	–5

D&O insurance

FUCHS PETROLUB SE has taken out D&O insurance (pecuniary loss liability insurance), which covers the work of the members of the Executive and Supervisory Boards. For the members of the Executive Board, the insurance policy provides for a deductible of 10% of the loss or 1.5 times the individual fixed compensation. Since financial year 2021, there is no longer a deductible for the members of the Supervisory Board.

Mannheim, March 17, 2022

Dr. Kurt Bock
Chairman of the Supervisory Board

Stefan Fuchs
Chairman of the Executive Board

Auditor's report

To Fuchs Petrolub SE, Mannheim

Pursuant to Section 162 of the German Stock Corporation Act (AktG), we have audited the compensation report of Fuchs Petrolub SE, Mannheim for the financial year from January 1 to December 31, 2021, including the related disclosures.

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the Supervisory Board of Fuchs Petrolub SE are responsible for preparing the compensation report, including the related disclosures, in accordance with the requirements of Section 162 of the German Stock Corporation Act (AktG). The executive directors and the Supervisory Board are also responsible for internal controls that they deem necessary to enable the preparation of a compensation report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Responsibilities of the Auditor

Our responsibility is to express an opinion on this compensation report, including related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Under those standards we are obliged to fulfil our professional responsibilities and to plan and conduct the audit in such a way to obtain reasonable assurance that the compensation report and the associated disclosures are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and related disclosures in the compensation report. The procedures selected are at the professional discretion of the auditor. This includes assessing the risks of material misstatements, whether due to fraud or error, in the compensation report and its associated disclosures. In making these risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the compensation report, including the related disclosures. The objective of this is to plan and conduct audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control system. An audit also includes assessing the accounting policies used and the reasonableness of accounting estimates made by executive directors and the Supervisory Board, as well as evaluating the overall presentation of the compensation report, including the related disclosures.

We consider that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit opinion

In our opinion, on the basis of the knowledge obtained in the audit, the compensation report for the financial year from January 1 to December 31, 2021, including the related disclosures, complies in all material respects with the accounting provisions of Section 162 of the German Stock Corporation Act (AktG).

Reference to any other matters – Formal audit of the compensation report pursuant to Section 162 German Stock Corporation Act (AktG)

The content-related audit of the compensation report described in this audit opinion comprises the formal audit of the compensation report required by Section 162 (3) of the German Stock Corporation Act (AktG), including the issuance of an opinion on this audit. Since we are issuing an unqualified opinion on the content of the compensation report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) of the German Stock Corporation Act (AktG) have been made in all material respects in the compensation report.

Restriction on use

We issue this audit opinion on the basis of the engagement concluded with Fuchs Petrolub SE. The audit was conducted for the purposes of the company, and the audit opinion is intended solely to inform the company of the findings of the audit. Our responsibility for the audit and for our audit opinion is solely to the company in accordance with this engagement. The audit opinion is not intended as a basis for third parties to make (investment and/or asset) decisions. Accordingly, we do not assume any responsibility, duty of care or liability towards third parties; in particular, no third parties are included in the scope of protection of this contract. This does not exclude Section 334 of the German Civil Code (BGB), according to which objections arising from a contract may also be raised against third parties.

Mannheim, March 17, 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Dirk Fischer
Auditor

ppa. Stefan Sigmann
Auditor

III. Additional information and comments regarding the Annual General Meeting

1. Total number of shares and voting rights at the time the meeting is convened; free disposal of shares

Upon convening the Annual General Meeting, the company's share capital in the amount of EUR 139,000,000 is divided among 139,000,000 no-par-value shares with a nominal value of EUR 1.00 per no-par-value share. Of these, 69,500,000 are ordinary shares and 69,500,000 are preference shares. Each of the 69,500,000 ordinary shares carries one vote at the Annual General Meeting for announced Agenda Items 2–7, resulting in the total number of voting rights of 69,500,000. The company itself does not own any shares.

2. Organization of the Annual General Meeting as a virtual Annual General Meeting without physical presence of the shareholders and their proxies

The COVID-19 Act has created the option to hold annual general meetings without the physical presence of the shareholders or their proxies (virtual annual general meetings) for the period up to August 31, 2022. With the consent of the Supervisory Board, the Executive Board of FUCHS PETROLUB SE has decided to make use of this option in light of the continuation of the COVID-19 pandemic for the foreseeable future. As such, the 2022 Annual General Meeting of the company will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of company proxies).

Therefore, shareholders and their proxies (with the exception of company proxies) cannot take part in the Annual General Meeting physically. Instead, they have the opportunity to take part in the virtual Annual General Meeting via the “**InvestorPortal**” as explained below. The **InvestorPortal** can be accessed at

www.fuchs.com/annualmeeting

using the access details you received with your registration documents for the virtual Annual General Meeting. The virtual Annual General Meeting does not enable participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 of the German Stock Corporation Act (AktG).

We request that it be noted that only those shareholders who are registered in the Company's share register on the day of the Annual General Meeting and who have registered for the Annual General Meeting in due time in line with the instructions pursuant to Item 3 are entitled to exercise their shareholder rights. These shareholders and their proxies are hereinafter also referred to as the registered shareholders and their proxies.

Holding the Annual General Meeting as a virtual Annual General Meeting will lead to the following modifications to the procedure for the Annual General Meeting and in regard to the rights of shareholders, and we kindly request that you take note of these:

a) Online livestream

The opening remarks by the chair of the meeting as well as the speech by the Chairman of the Executive Board will be broadcast live online for the interested public on our website at **www.fuchs.com/annualmeeting** without access restrictions on the day of the Annual General Meeting starting at roughly 10:00 a.m. This portion will also be available as a recording after the Annual General Meeting.

All shareholders and their proxies have the option of following the entire Annual General Meeting in an online livestream. To do so, please go to the **InvestorPortal** and click “Livestream”.

b) Exercise of voting rights

The registered shareholders and their proxies can exercise their voting rights only by way of electronic absentee voting or by giving power of attorney and instructions to the company proxies. See Nos. 5–8 regarding the exercise of voting rights and changes to the exercise of voting rights.

c) Right to ask questions

The registered shareholders and their proxies have the right to ask questions. This can only be exercised by way of electronic communications. Registered shareholders and their proxies are entitled to submit questions up until May 1, 2022, midnight (24:00). To do so, please go to the **InvestorPortal** and click “Frageaufnahme” (Questions). See Section 9 for more detailed information on the right to ask questions.

d) Objections to resolutions by the Annual General Meeting

Registered shareholders and their proxies and who have exercised their voting right under b) can submit an objection to one or more resolutions of the Annual General Meeting during the Annual General Meeting, i. e., until the time that the Annual General Meeting is adjourned. To do so, please go to the **InvestorPortal** and click “Widerspruch” (Objections).

e) Note

The company cannot guarantee that the online broadcast will be free of technical difficulties. Therefore, we recommend that registered shareholders and their proxies who wish to exercise their voting rights make use of the above options for participation, particularly to exercise voting rights, as soon as possible.

The **InvestorPortal** will also be available on the day of the Annual General Meeting and for the entire duration of the meeting. This will enable registered shareholders and their proxies to exercise their voting rights by way of absentee ballots until voting begins and to issue powers of attorney and instructions to company proxies. The chair of the meeting will announce the start of voting during the Annual General Meeting. In addition, the registered shareholders and their proxies will be able to raise objections against a decision there, if desired, from the beginning to the end of the Annual General Meeting.

All times specified in this invitation are in Central European Summer Time (CEST), which is authoritative in Germany. In reference to coordinated universal time (UTC), UTC = CEST minus two hours.

3. Registration

Only holders of ordinary and preference shares are entitled to exercise their shareholder rights, and only holders of ordinary shares who are registered in the company's share register and who have registered with the company in due time are entitled to exercise their voting rights.

Registration must be submitted in text form and in German or English and received by the company at the following address by the end (24:00) of **April 26, 2022**

FUCHS PETROLUB SE
c/o Computershare Operations Center
80249 Munich, Germany
Email: anmeldestelle@computershare.de

or electronically via the **InvestorPortal** at this internet address

www.fuchs.com/annualmeeting

You can access the **InvestorPortal** by entering your shareholder number and password, which will be sent to you with the registration documents.

Intermediaries, shareholders' associations, proxy advisors pursuant to Section 134a of the German Stock Corporation Act (AktG) and persons who, pursuant to Section 135 (8) of the German Stock Corporation Act, offer themselves to shareholders in a commercial capacity to exercise voting rights at the general meeting may only exercise voting rights for shares which do not belong to them but of which they are registered as holders in the share register on the basis of an authorization given by the shareholder. Details on this authorization are contained in Section 135 of the German Stock Corporation Act (AktG).

More details on the registration procedure are contained in the registration documents forwarded to the shareholders.

4. Free disposal of shares/Entry in the share register

Following the announcement of an Annual General Meeting, shareholders can still continue to freely dispose of their shares. The right to participate and vote is determined by the number of shares entered in the share register on the day of the Annual General Meeting. Applications to amend the share register received by the Company after the expiry of the registration deadline in the period from April 27, 2022 up to and including May 3, 2022 will only be processed and taken into account with effect after the Annual General Meeting and thus on May 4, 2022. The technical record date is therefore the end of April 26, 2022 (24:00).

5. Process for voting by absentee ballot and electronic absentee ballot

Shareholders entered in the share register can cast their vote by way of absentee ballot without taking part in the Annual General Meeting. In order to exercise voting rights by absentee ballot, shareholders entered in the share register of the company must have submitted their registration for the Annual General Meeting on time (see Section 3). Proxies, including authorized intermediaries (e.g. credit institutions), shareholders' associations, voting rights consultants and persons offering themselves in a business capacity to shareholders for the exercising of voting rights at the general meeting may also use the absentee voting option.

Casting votes by way of absentee ballot is undertaken using the electronic absentee ballot.

You are able to use the **InvestorPortal** to submit, revoke, or modify electronic absentee votes (see Sections 2 and 3 above). To do so, just click "Briefwahl abstimmen" (Cast absentee vote). Voting by way of electronic absentee ballot, including the revocation or modification of a vote, will be possible via the **InvestorPortal** until voting begins.

Absentee votes can be submitted to the company in text form at the address or e-mail address specified in Section 3 above until the close of business (24:00 hours) on May 2, 2022. In each case, the time of receipt by the company shall be decisive in regard to deadlines. Absentee votes may also be revoked or changed in accordance with these provisions.

Due to current postal delivery lead times, we recommend voting by electronic absentee ballot using the **InvestorPortal**.

6. Voting by way of a third party

Registered shareholders with voting rights can cast their votes by granting a corresponding power of attorney to a proxy, such as an intermediary, a shareholders' association, a voting rights consultant or another third party. The following should be noted in this context:

Even in the case of a proxy authorization, registration in the share register for the registered shares and on-time registration in accordance with the above provisions are required (see Section 3 above). Proxies may exercise voting rights exclusively by absentee vote in accordance with Section 5 or by granting (sub)powers of attorney and issuing instructions to the proxies nominated by the company. To use the **InvestorPortal** (see Sections 2 and 3), the proxies require their own access details. The proxies are sent these details with their confirmation of registration. The declaration of granting of power of attorney to the company or evidence of proxy authorization must be obtained as soon as possible in order to ensure that the proxy receives the access details in time.

Issuance, revocation, and proof of authorization of a proxy or granting of power of attorney must be submitted to the company in text form or are to be granted via the **InvestorPortal** if the person or party to whom proxy authorization has been granted is not an intermediary (e. g. a credit institution) nor a shareholders' association, a voting rights consultant or a person offering themselves in a businesslike capacity to shareholders for the exercise of voting rights in the Annual General Meeting.

Please use the **InvestorPortal** or send your proxy authorization and, if applicable, issue any instructions by letter or e-mail to the address given in Section 3 above. If you wish to issue authorization or instructions by letter or e-mail, please use the registration form sent to you together with the invitation letter. Returning the registration form or using the **InvestorPortal** also constitutes proof that the proxy authorization has been sent to the company.

Proxy authorization for an intermediary, a shareholders' association, a voting rights consultant or another person offering shareholders professional services regarding exercising voting rights in the Annual General Meeting generally require special conditions to be met, in particular the stipulations contained in Section 135 of the German Stock Corporation Act (AktG). Therefore, we ask that shareholders who wish to use an intermediary, a shareholders' association or another person offering shareholders professional services as a proxy regarding exercising voting rights in the Annual General Meeting to coordinate with the proxy about the type of power of attorney.

If the shareholder designates more than one person as a proxy, the company can reject one or more of them.

7. Voting by way of the company proxy

Registered shareholders and their proxies can also authorize company proxies to exercise their voting rights.

Company proxies will only exercise voting rights on the basis of express and unambiguous instructions. For this reason, shareholders must issue express and unambiguous instructions for the agenda items for which they would like to exercise voting rights. The company proxies are obligated to vote in accordance with these instructions. In the absence of express and unambiguous instructions, company proxies will abstain from voting on the item in question. Company proxies are unable to accept instructions to request to speak, to raise objections to Annual General Meeting resolutions, to ask questions or to file motions. They are only available to vote on resolutions proposed by the Executive Board, Supervisory Board, or shareholders which have been announced together with this convocation or later in accordance with Section 124 (1) or (3) of the German Stock Corporation Act (AktG).

The corresponding forms will be sent to the shareholders together with the registration documents for the virtual Annual General Meeting. Alternatively, proxy authorization and revocation can be carried out through the **InvestorPortal** via the company's website (for information on accessing the **InvestorPortal**, see Section 2 above).

The power of attorney including instructions for company proxies can be issued or revoked through the **InvestorPortal** until **voting begins**. This simultaneously serves to provide proof of proxy authorization.

Alternatively, a power of attorney including instructions for company proxies can be issued in text form and proof of proxy authorization can be submitted to the company at the postal address or the e-mail address specified above in Section 3 to be received by the end (by 24:00) of May 2, 2022. In each case, the time of receipt by the company shall be decisive in regard to deadlines.

8. More information on exercising voting rights

For submitting, revoking, or modifying absentee votes or powers of attorney and instructions issued, the following applies: When using the **InvestorPortal**, any absentee vote, proxy authorization or instruction issued that is declared outside the **InvestorPortal** or the revocation of the same under the same shareholder number shall be invalid, unless it is clear from the declaration made outside the **InvestorPortal** and thereafter that this declaration is to take precedence over the declaration made via the **InvestorPortal** (revocation). If shareholders or their proxies receive both absentee votes and powers of attorney or instructions to the company proxies for one and the same shareholding outside the **InvestorPortal**, the last declaration made shall in all cases be deemed to have priority. If differing declarations are received by different means of transmission and it is not recognizable which one was submitted last, they shall be considered in the following order: 1. sent via **InvestorPortal**, 2. via e-mail, and 3. sent by mail.

Voting by absentee ballot or powers of attorney or instructions on Agenda Item 2 (appropriation of profit) shall remain valid even in the event of an adjustment of the proposal for the appropriation of profits due to a change in the number of shares entitled to dividends.

Should an individual vote be held on an agenda item instead of a collective vote, the absentee vote or instruction issued for this agenda item shall apply accordingly to each item of the individual vote.

9. Information on the rights of shareholders pursuant to Art. 56 Sentence 2 and Sentence 3 of the Regulation (EC) No. 2157/2001 on the Statute for a European Company (SE-Reg), Section 50 (2) of the SE Implementation Act (SEAG) in conjunction with Section 122 (2) AktG, Sections 126 (1) 127, 131 (1) AktG, and Section 1 (2) and (8) of the COVID-19 Act

Motions to supplement the agenda under Art. 56 Sentence 2 and Sentence 3 SE-Reg. and Section 50 (2) SEAG in conjunction with Section 122 (2) AktG

Shareholders whose stakes collectively amount to at least 5% of the share capital – i.e. 6,950,000 no-par-value shares – or an amount proportionate to EUR 500,000 of the share capital – i.e. 500,000 no-par-value shares – may request that items be placed on the agenda and announced. A reason or a proposed resolution must be included with each new item.

Any applications for additions must be addressed in writing to the Executive Board of the company and must be received by the company at least 30 days prior to the Annual General Meeting; the date of receipt and the date of the Annual General Meeting are not to be included in this calculation. The final deadline for receipt is thus the end (24:00) of April 2, 2022. Applications for additions received thereafter will not be considered.

Any applications for additions must be sent exclusively to the following address:

FUCHS PETROLUB SE
Executive Board
Friesenheimer Straße 17
68169 Mannheim, Germany

Proposals for additions to the agenda addressed otherwise will not be considered.

The applicants have to prove that they have owned the shares since at least 90 days before the date on which the request is received, and that they hold the shares until the Executive Board's decision on the request. Section 121 (7) AktG applies for calculation of the time period.

To the extent that they were not previously announced together with the convocation, additions to the agenda that are to be announced will be announced in the German Federal Gazette immediately after the request is received and forwarded for publication to media outlets that can be presumed to distribute the information throughout the entire European Union. They will also be disclosed to shareholders and published at **www.fuchs.com/annualmeeting**.

Counter-motions by shareholders (Section 126 (1) AktG in conjunction with Section 1 (2) Sentence 3 of the COVID-19 Act)

Counter-motions by shareholders against proposals for specific agenda items by the Executive Board and/or Supervisory Board that are sent to the company at the address below at least 14 days before the Annual General Meeting (not including the date of receipt and the date of the Annual General Meeting), i.e., no later than April 18, 2022, 24:00, will be published immediately along with the name of the shareholder, the reason, and any response by the management online at **www.fuchs.com/annualmeeting** (see Section 126 (1) Sentence 3 AktG).

In Section 126 (2) AktG, the law specifies grounds for which a counter-motion and its reasons do not have to be made available via the website.

Counter-motions (including reasons) must be sent to the following address:

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim, Germany
Email: ir@fuchs.com

Counter-motions addressed otherwise will not be considered.

Motions by shareholders which must be made accessible by the company in accordance with Section 126 AktG are considered to have been filed at the Annual General Meeting if the shareholder filing the motion has been properly legitimized and has registered for the Annual General Meeting.

Nominations by shareholders (Section 127 AktG in conjunction with Section 1 (2) Sentence 3 of the COVID-19 Act)

Nominations by shareholders for the selection of the auditor of the annual financial statements and the auditor of the consolidated annual financial statements, as well as for the election of a member of the Supervisory Board, that are sent to the company at the address listed below at least 14 days before the Annual General Meeting (not including the date of receipt and the date of the Annual General Meeting) – i. e., no later than April 18, 2022, 24:00 – will be published immediately including any response by the management online at **www.fuchs.com/annualmeeting**. Nominations by shareholders are only made available if they contain the name, the profession and the place of residence of the nominated person as well as the information pursuant to Section 125 (1) Sentence 5 AktG (cf. Section 127 Sentence 3 AktG). In contrast to counter-motions as defined in Section 126 (1) AktG, reasons do not need to be provided for nominations.

Pursuant to Section 127 Sentence 1 in conjunction with Section 126 (2) AktG, there are additional grounds for which nominations do not have to be made available via the website.

Nominations must be sent to the following address:

FUCHS PETROLUB SE
Investor Relations
Friesenheimer Straße 17
68169 Mannheim, Germany
Email: ir@fuchs.com

Nominations addressed otherwise will not be considered.

Nominations by shareholders which must be made accessible by the company in accordance with Section 127 AktG are considered to have been submitted at the Annual General Meeting if the shareholder submitting the proposal has been properly legitimized and has registered for the Annual General Meeting.

Inquiries

Shareholders who have inquiries regarding the Annual General Meeting are also asked to send these to the address specified above.

Right of shareholders to ask questions

Shareholders do not have the right to verbally request information from the Executive Board pursuant to Section 131 (1) and (4) AktG during the virtual Annual General Meeting. Pursuant to Section 1 (2) Sentence 1 No. 3 in conjunction with (8) Sentence 2 of the COVID-19-Act, registered shareholders and their proxies are given the right to ask questions by means of electronic communication. Questions will be answered as part of the livestream of the virtual Annual General Meeting.

The Executive Board has specified, with the consent of the Supervisory Board, that questions must be submitted by way of electronic communications one day before the Annual General Meeting at the latest, i. e. **by May 1, 2022, 24:00**. Pursuant to Section 1 (2) Sentence 2 in conjunction with (8) Sentence 2 of the COVID-19 Act, the Executive Board is free to choose how to answer questions.

In the context of answering questions, the Executive Board additionally reserves the right to specify the shareholder asking the question by name, provided that the shareholder asking the question consented to being mentioned by name when the question was submitted.

Registered shareholders or their proxies may only submit their questions electronically via the **InvestorPortal**, which is accessible at

www.fuchs.com/annualmeeting

To do so, please go to the **InvestorPortal** and click "Frageaufnahme" (Questions). Questions submitted by other means or after the deadline specified above will not be considered. There is not an option to ask follow-up questions during the Annual General Meeting.

Objections to resolutions by the Annual General Meeting

In regard to the right of registered shareholders and their proxies to raise objections to resolutions by the Annual General Meeting, please refer to the information under Section 2. d).

Additional notes

More detailed explanations of the rights of shareholders under Art. 56 Sentence 2 and Sentence 3 SE-Reg., Section 50 (2) SEAG in conjunction with Section 122 (2) AktG, Sections 126 (1) and 127 AktG, and Section 1 (2) and (8) of the COVID-19 Act can be found online at **www.fuchs.com/annualmeeting**.

10. Documents and information on the virtual Annual General Meeting

From the time notice is given of the convocation of the Annual General Meeting onwards, this invitation to the virtual Annual General Meeting, the shareholder documents and motions that are to be provided, and other information – particularly regarding attendance at the virtual Annual General Meeting, absentee votes, the issuance of proxy authorizations and instructions, and the information under Section 124a AktG – are available on the company's website at **www.fuchs.com/annualmeeting**. The aforementioned documents and information are also available during the virtual Annual General Meeting at the company's website as listed above. The results of the votes will also be available there after the Annual General Meeting.

In line with our sustainability activities, we are refraining from printing the annual report and have published it exclusively in digital form.

Mannheim, March 2022

FUCHS PETROLUB SE

The Executive Board

Information on data protection regarding the Annual General Meeting

1) General information

a) Introduction

FUCHS PETROLUB SE ("FUCHS," "We," "Us," "Our") is firmly committed to protecting your data. The following remarks will provide you with information about the collection and processing of your personal data and your rights in this regard under Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR), the German Federal Data Protection Act (BDSG), Regulation (EC) No. 2157/2001 on the Statute for a European Company ("SE-Reg."), the German SE Implementation Act (SEAG), the German Stock Corporation Act (AktG) and the German Act on Measures under Corporate, Cooperative, Association, Foundation, and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020, as amended by the German Act on the establishment of a special relief fund, "Aufbauhilfe 2021" ("2021 Reconstruction Aid") and on the suspension of the requirement to file for insolvency for businesses affected by heavy rainfall and flooding in July 2021 as well as amending other laws (Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze) of September 10, 2021 ("the COVID-19 Act") in relation to the preparation, performance and follow-up of the Annual General Meeting of FUCHS as a virtual Annual General Meeting without the physical presence of the shareholders and proxies.

The entire Annual General Meeting will be broadcast online in real time ("livestreamed") via the **InvestorPortal**. The **InvestorPortal** is accessible only to shareholders and their proxies who have the required access details, as well as to FUCHS, to any service providers of FUCHS that are employed for the implementation of the Annual General Meeting, and to representatives of radio, print, or online media ("journalists") who have been admitted by FUCHS. The **InvestorPortal** is available online at **www.fuchs.com/annualmeeting**; in addition to the information in this document, please also note the data privacy information that is available at this address from the operator of the website.

b) Data processing controller as defined in Art. 4 No. 7 GDPR

FUCHS PETROLUB SE
Friesenheimer Straße 17
68169 Mannheim, Germany

Telephone: +49 621 3802-0
Email: kontakt@fuchs.com
Website: www.fuchs.com/group

c) Contact information for the data protection officer

Dr. Karsten Kinast, LL.M.
KINAST Rechtsanwaltsgesellschaft mbH
Hohenzollernring 54
50672 Köln, Germany
Email: mail@kinast-partner.de

2) Personal data affected

We process the following personal data of participating shareholders and proxies; not all of the personal data listed is processed for all of the data subjects listed.

- Full name
- Address
- Phone number
- Email address
- Number of shares, share class, and type of shareholding
- Access details for entry to the **InvestorPortal**
- Any voting rights issued to a proxy

If shareholders or their proxies get in touch with us ("query"), we will also process the personal data that is given to us in the context of the query and that is needed in order to answer the query (e.g. the contact details such as email address or telephone number given by the shareholder or proxy). Where necessary, we will also process information about motions, questions, objections, nominations, and requests from shareholders or their proxies in the Annual General Meeting.

Please note there is a possibility that your personal data included in your inquiries – particularly your name – may be shared openly during the meeting in accordance with this privacy statement, and thus may also be observed by the journalists in attendance. In the context of answering questions, the Executive Board reserves the right to specify the shareholder asking the question by name or to state personal data openly during the meeting, provided that the shareholder asking the question consented to being mentioned by name when the question was submitted or that one of the justifications stated in Section 3 (last paragraph) below exists.

3) Purpose and legal basis of data processing

We process the personal data for the following purposes:

- For participation in, preparation for and performance of the Annual General Meeting (such as review of the applications for registration for the Annual General Meeting or sending the access details for the **InvestorPortal**).
- To fulfill the requirements under stock corporation law (such as for creating the list of participants or for meeting documentation requirements).
- To allow the exercise of shareholder rights (such as ability to ask questions electronically, voting via electronic absentee ballot or responses to inquiries).
- To communicate with the authorized shareholders and proxies of the Annual General Meeting.
- To prevent and identify illegal activities.

The legal basis for processing personal data includes the provisions of SE-Reg. (Art. 52 et seq.) and the stock corporation laws (Sections 118 et seq. AktG), including Section 1 of the COVID-19 Act, each in conjunction with Art. 6 (1) Sentence 1 c) GDPR.

In addition, we will process personal data to comply with legal requirements under supervisory, tax, and commercial law. Art. 6 (1) Sentence 1 c) GDPR also forms the legal basis for this.

We will also process personal data to safeguard legitimate interests, such as preparing the Annual General Meeting and ensuring that the Annual General Meeting runs smoothly, or complying with securities trading regulations of non-European countries. The legal basis for data processing in these

cases is Art. 6 (1) Sentence 1 f) GDPR. If you provide us with personal data in connection with a query, the legal basis for processing this data for the purposes of replying is Art. 6 (1) Sentence 1 a) GDPR.

When FUCHS is answering questions, the name of the shareholder asking the question may be specified if the relevant shareholder asking the question has consented to this, a statutory obligation to do so exists, or doing so is necessary in order to answer the question or is otherwise in the legitimate interest of the company (legal basis: Art. 6 (1) Sentence 1 a), c), and/or f) GDPR).

4) Other recipients of the personal data

Access to the **InvestorPortal** and therefore the livestream is granted only to FUCHS, to any service providers employed by FUCHS to implement the virtual Annual General Meeting and to shareholders, proxies and journalists that have been granted permission to participate by FUCHS and have access details.

For organizing and conducting the Annual General Meeting, we sometimes use external service providers in the EU (e. g. Annual General Meeting services, IT services, banks, notaries, attorneys) who, where necessary, are obliged under data processing agreements to abide by data protection laws according to Art. 28 GDPR. FUCHS will only transmit the personal data to these service providers that is required in order to deliver the contracted service and they will only process the data on our behalf and according to our instructions. In these cases, FUCHS remains responsible for protecting your personal data.

We may be obliged to transmit personal data to other recipients that process the personal data under their own responsibility (Art. 4 No. 7 GDPR), in particular to public authorities such as the competent supervisory authority.

If we forward personal data to providers outside the European Economic Area (EEA), this will require the third country to have a suitable level of data protection verified by the EU Commission or to provide other suitable data protection guarantees (e. g. binding internal corporate data protection guidelines or an agreement with the standard contractual clauses of the EU Commission).

We have no influence over the manner in which personal data that is disclosed at the Annual General Meeting in accordance with this privacy statement is processed by the journalists in attendance. We are not the controller in this regard as defined under the GDPR.

5) Storage period

The storage period for the personal data processed in connection with the Annual General Meeting is usually up to three years. We anonymize or delete this personal data as long as it is no longer required for the above purposes. This does not apply if and when we are bound by legal proof and storage obligations (e. g. in the German Stock Corporation Act (AktG), the German Commercial Code (HGB), or in the German Tax Code (Abgabenordnung)) to store the data for longer or if the data is pertinent to judicial or extra-judicial proceedings, such as in the case of actions for annulment and rescission; in these cases we will store the data for as long as the proof and storage obligations apply or until the legally effective or otherwise final conclusion of the relevant proceedings, including any enforcement proceedings.

6) Your rights according to the GDPR

You can contact our data protection officer or us directly with an informal message at any time and free of charge to exercise your rights according to the GDPR if the relevant conditions are met. According to this, you have the right:

- pursuant to Art. 15 GDPR, to request information about your personal data processed by us. In particular, you can request information about the processing purposes, the category of the personal data, the categories of recipients to whom your data was or will be disclosed, the planned storage period, the existence of a right of correction, deletion, restriction of processing or objection, the existence of a right to complain, the origin of your data if it was not collected by us, and about the existence of automated decision-making, including profiling and possibly meaningful information about the details thereof;
- pursuant to Art. 16 GDPR, to demand the correction of inaccurate or completion of your personal data stored with us;
- pursuant to Art. 17 GDPR, to demand the deletion of your personal data stored with us, provided that processing is not required in order to exercise the right to freedom of expression and information, to fulfill a legal obligation, for reasons of public interest, or to assert, exercise, or defend legal claims;
- pursuant to Art. 18 GDPR, to demand that the processing of your personal data be restricted, if you contest the accuracy of the data (the restriction then applies for the duration of the review), if processing takes place unlawfully and you refuse deletion, if we no longer require the personal data but you still need it to assert, exercise, or defend legal claims, or if you filed an objection to the processing pursuant to Art. 21 (1) GDPR (while the legitimacy of the objection is being reviewed);
- pursuant to Art. 20 GDPR, to be given your personal data that you provided to us, in a structured, standard and machine-readable format, or to demand that it be sent to another data controller;
- pursuant to Art. 7 (3) GDPR, at any time to revoke the consent that you have given us. As a result, in future we will not be able to continue the data processing that relied on this consent and
- pursuant to Art. 77 GDPR, to complain to a supervisory authority. See Section 7 for further information on this.

7) Right of complaint

If you have any questions or complaints, you can contact our data protection officer (see Section 1 c)) or a data protection supervisory authority (Art. 77 GDPR).

The data protection supervisory authority responsible for FUCHS is:

State Commissioner for Data Protection and Freedom of Information Baden-Württemberg

PO 10 29 32, 70025 Stuttgart

Königstraße 10a, 70173 Stuttgart, Germany

Telephone: +49 711 61 55 41 0

Email: poststelle@lfdi.bwl.de

Internet: www.baden-wuerttemberg.datenschutz.de

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